



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 24, 2013

Via E-mail

Jeffrey G. McGonegal
Chief Financial Officer
Venaxis, Inc.
1585 S. Perry Street
Castle Rock, CO 80104

**Re: Venaxis, Inc.
Preliminary Proxy Statement on Schedule 14A
Filed April 19, 2013
File No. 001-33675**

Dear Mr. McGonegal:

We have limited our review of your filing to the issue addressed in the following comment.

Please respond to this letter by amending your filing and providing the requested information. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to our comment, we may have additional comments.

Proposal Two – Approval of Amendment to the Company’s Articles of Incorporation, page 28

We note your disclosure that you are seeking to increase your authorized shares in order to provide the company with the ability to pursue financing or other strategic opportunities. Please disclose whether you currently have, or do not have, any plans with respect to the increased number of authorized shares of common stock available for issuance if Proposal Two is approved. If such plans exist, please disclose all material information.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company’s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

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- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please contact Amy Reischauer at (202) 551-3793 or me at (202) 551-3715 with any questions.

Sincerely,

/s/ Jeffrey P. Riedler

Jeffrey P. Riedler
Assistant Director

cc: Via E-Mail
Mary Mullany
Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599